1135856

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB APPROVAL						
OMB Num	ber:	3235-0076				
Expires:	May	31,2008				
Expires: May 31,2008 Estimated average burden						
hours per response16.00						

SECTION 4(6), AND/OR SEC Mail Processing Section
UNIFORM LIMITED OFFERING EXEMPTION

MAY 27 2008
Washington, DC

SEC USE ONLY
Prefix Serial

DATE RECEIVED

	110						
Name of Offering (check if this is an amendment and name has cl	hanged, and indicate change.)						
Flexible Premium Variable Universal Group Life Insurance Policy-PP	SI 1794						
Filing Under (Check b ox(es) that apply): Rule 504 Rule 50							
Type of Filing: New Filing Amendment	is Zi italio soo						
A. BASIC IDENTIFI	CATION DATA						
1. Enter the information requested about the issuer							
Name of Issuer (check if this is an amendment and name has chan	nged, and indicate change.)	08047910					
Nationwide Private Placement Variable Account							
Address of Executive Offices (Number and Street, City, State	e, Zip Code) Telephone Number (Includ	ing Area Code)					
One Nationwide Plaza, Columbus, OH 43215	(614) 249-7111						
Address of Principal Business Operations (Number and Street, Ci Code) (if different from Executive Offices)	ty, State, Zip Telephone Number (Includ	ing Area Code)					
Brief Description of Business							
Variable Insurance Products							
Type of Business Organization		PROCESSED					
corporation limited partnership, already formed	other (please specify)	1100					
business trust limited partnership, to be formed	nsurance Company Separate Account	JUN 0 3 2008 THOMSON REUTERS					
Year Actual or Estimated Date of Incorporation or Organization M	Month Year	THOMSON PELITERS					
([05] [98] Actual Estimated	INOMA MEGIZING					
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O][H]							
	[0][11]						

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Each promoter of the issuer, if the issuer has been organized within the past five years;

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.

Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alutto, Joseph A.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Oriental and/or Managing Partner

Full Name (Last name first, if individual)
Brocksmith, Jr. James G.

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Mille de Lombera, Martha J.

One Nationwide Plaza, Columbus, OH 43215

Eckel, Keith W.

Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Jurgensen, W.G.	if individual)		•		
Business or Residence Add One Nationwide Plaza, Col			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Marshall, Lydia M.	, if individual)				· · · · · · · · · · · · · · · · · · ·
Business or Residence Add One Nationwide Plaza, Col			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Miller, David O.	if individual)				
Business or Residence Add One Nationwide Plaza, Col			Code)		
	(Use blank sheet	t, or copy and use additi	onal copies of this shee	t, as necessary)	
	·	B. INFORMATION	ABOUT OFFERING		
1. Has the issuer sold,	or does the issu	uer intend to sell, to n Answer also in Appe			
		hat will be accepted f ership of a single unit			
	-				
		r each person who had lar remuneration for s			
sales of securities in	n the offering. I	f a person to be listed	is an associated pers	son or agent of	a broker
		and/or with a state or steed are associated per			
forth the informatio	n for that broke	-			
Full Name (Last name first Peacock, David	, il individual)				
Business or Residence Add 720 E. Wisconsin Avenue -			Code)		-
Name of Associated Broke	r or Dealer	100, 11 100202			
Northwestern Mutual Inves States in Which Person Lis		or Intends to Solicit Pur	rchasers		
(Check "All State	s" or check indiv	idual States)	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,	All States
					
AL AK A	Z AR	CA CO	CT DE I	DC FL	GA HI ID
IL IN IA	KS	KY LA		MA MI	MN MS MO
MT NE N	V NH	NJ NM	NY NC 1	ND OH	OK OR PA

											-	
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	Full Name (Last name first, if individual)											
Business of 720 E. Wis Name of A. Northweste States in W	consin Ave ssociated E rn Mutual hich Perso	enue – E12 Broker or D Investmen n Listed H	L, Milwau Dealer t Services as Solicited	kee, WI 53	s to Solicit	Purchasers					. All Sta	ates
AL	AK	AZ	AR	CA	СО	СТ	DE X	DC	FL	GA	НІ	ID
IL	IN	lA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name												
Business of				nd Street, (City, State,	Zip Code)						
Name of A States in W	hich Perso	n Listed H	as Solicite				······································		***************************************		🔲 All Sta	ites
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	НІ	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	МІ	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box and indicate in the columns below the amounts		
	of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	S	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance Policy)	\$1,391,905	\$459,921
	Total	\$1,391,905	\$459,921
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of		
	their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	then parentage on the total miles since of the since of the since of	Number Investors	Aggregate Dollar Amount
			Of Purchases
	Accredited Investors.	1	\$459,921
	Non-accredited Investors.		\$ \$450.031
	Total (for filings under Rule 504 only)	1	\$459,921
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505	·	\$
	Regulation A		\$
	Rule 504		<u>\$</u>
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs	i i	\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)		\$88,535
	Other Expenses (identify)		\$ <u>_</u>
	Total		\$88,535
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$1,303,370

5.	Indicate below the ar or proposed to be use any purpose is not kr of the estimate. The gross proceeds to the above.		-	
	above.		Payments to Officers, Directors, & Affiliates	Payments to Others
	Purchase of real es Purchase, rental or	tateleasing and installation of machinery	□s □s	□s □s
		sing of plant buildings and facilities	<u> </u>	
	Acquisition of othe involved in this of	er businesses (including the value of securities fering that may be used in exchange for the assets	s	s
		ther issuer pursuant to a merger)btedness	\$	 s
	Working capital		□s	s
	Other (specify):		s	s
			s	
			s	s
	Total Payments Li	sted (column totals added)	□ \$	
		D. FEDERAL SIGNATURE		
is filed under U.S. Securiti	r Rule 505, the follows and Exchange Co	otice to be signed by the undersigned duly authorize owing signature constitutes an undertaking by the ommission, upon written request of its staff, the interestor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish formation furnis	to the
Issuer (Print e Nationwide I Variable Acc	Private Placement	Signature april Van Dewot	5/22/08	
Name of Sign April VanDe	ner (Print or Type) rvort	Title of Signer (Print or Type) Associate Vice President		
Inten	itional misstatemente	or omissions of fact constitute federal criminal violati	ione (See 1811 S	C. 1001 \

E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?								
	. See Appendix, Column 5, for state response.								
2.			by undertakes to furnish to any state administr CFR 239.500) at such times as required by st		ich this notice is				
3.		rsigned issuer hereb by the issuer to off	by undertakes to furnish to the state administra ferees.	ators, upon written requ	uest, information				
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.									
Nation	(Print or Type) wide Private Plac le Account	signa Op	mil VanDerot	5/22/08					
Name of Signer (Print or Type) April VanDervort Title of Signer (Print or Type) Associate Vice President									
Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.									
			APPENDIX						
1	2	3	4		5				

				A	PPENDIX				
1		2	3			4		5	<u>-</u>
i	to no inves	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									

	_	K 2	1						(2)
			Variable Life	1	460.023				
DE			Insurance	'	459,921				
			1,391,905						
DC									
FL									
GA	Ħ						· · · · · · · · · · · · · · · · · · ·		F
HI	H	 	-					H	H
	H	 						片	누井씨
ID	片片	├── ╞╡							
IL		⊔							
IN									
IA									
KS									
KY	H							H	
LA	┝╬╌	 						┝╫╴	
	H	 							
ME	片부	 							누井그
MD	<u> </u>	<u> </u>						<u> </u>	
MA									
MI									
MN									
MS	Ħ	 	<u> </u>					l H	
MO	Ħ	┼┼┼╌	 					 	$\vdash \vdash \vdash \vdash$
	片	├─ ╞╬─	· · · · · · · · · · · · · · · · · · ·			<u> </u>			-#-
MT		┝╞╬						<u> </u>	
NE	Ш	<u> </u>						<u> </u>	
NV									
NH									
NJ								П	
NM	Ħ	 							
NY	 	├── ॉ						- 	
NC	H	├── ⋛	 					- - - - - - - - - - - - - -	
	片	╀┈╞╡┈							┝╠┤
ND	닏	<u> </u>	ļ	ļ. <u></u>				<u> </u>	
OH	<u> </u>	<u> </u>							
OK		<u> </u>							
OR									
								•	
			· · · · · · · · · · · · · · · · · · ·		PPENDIX		 		
			1	A	LIBRUIA			T.	
1	 	2	1 3	ļ 		4		5	
1		4	3			4]	'
	Inte	nded to sell						Disquali	fication
		n-accredited	Type of security					under	State
	inve	stors in State	and aggregate offering price					ULOE	(if yes,
	(Pa	rt B-Item 1)	offered in state	Ту	pe of investor	and amount purchased	in State	atta	ch
			(Part C-Item 1)		(Part C-Item2)		explana	
	1		[`					waiver g	ranted)
-	 -	Τ		(Part E-Item 1) Yes No					No No
				Number of		Number of			'''
State	Yes	No	1	Accredited		Non-Accredited			
)	1			Investors	Amount	Investors	Amount	ì] }
PA		 	· · · · · · · · · · · · · · · · · · ·	411 C3CU13	7130Vallt	an Coluis	ranoulit		
RI	 	├── ┼──		-			·	 	
	┝┾╡	 						 	├ ╞╣┤
SC	┞┾╃	 		ļ				├	┝╠┩
SD	<u> </u>	<u> </u>						<u> </u>	
TN		<u> </u>							
TX						l			

UT	1 1 1								
VT D									
VA 🔲 🔲									
WA D									
WV D D									
WI D D WY D D									
PR T									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Patterson, James F.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner								
Full Name (Last name first, if individual) Prothro, Gerald D.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner								
Full Name (Last name first, if individual) Shister, Arden L.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner								
Full Name (Last name first, if individual) Shulmate, Alex									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Direct	or General and/or Managing Partner								
Full Name (Last name first, if individual) Zenty III, Thomas F.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									

